



STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102
www.nj.gov/bpu

IN THE MATTER OF THE VERIFIED JOINT PETITION OF) TELECOMMUNICATIONS
BROADVIEW NETWORKS HOLDINGS, INC. BROADVIEW)
NETWORKS, INC., BRIDGECOM INTERNATIONAL, INC.,) ORDER
TRUCOM CORPORATION, BROADVIEW NP ACQUISITION)
CORP., ATX LICENSING, INC., EUREKA TELECOM, INC.,)
AND A.R.C. NETWORKS, INC. FOR THE INDIRECT)
TRANSFER OF CONTROL OF THE JOINT PETITIONERS)
AND TO INCUR DEBT AND ENCUMBER PUBLIC UTILITY)
PROPERTY) DOCKET NO. TM07090694

(SERVICE LIST ATTACHED)

BY THE BOARD:

On September 20, 2007, Broadview Networks Holdings, Inc. ("Broadview Holdings"), and its direct and indirect subsidiaries Broadview Networks, Inc. ("Broadview Networks"), BridgeCom International, Inc. ("BridgeCom"), TruCom Corporation ("TruCom"), Broadview NP Acquisition Corp. ("Broadview NP"), ATX Licensing, Inc. ("ATX"), A.R.C. Networks, Inc. ("A.R.C."), Eureka Telecom, Inc. ("Eureka"), (collectively, "Petitioners") filed a petition with the New Jersey Board of Public Utilities ("Board") pursuant to N.J.S.A. 48:2-51.1, N.J.S.A. 48:3-7 and N.J.S.A. 48:3-9, seeking approval to issue and sell common shares of Broadview Holdings in an aggregate amount of up to \$500 million, incur additional debt obligations of up to \$100 million, and encumber public utility property through the grant of security interests in the Petitioners' assets in support of the financing arrangements.

Broadview Holdings is a privately held Delaware corporation with offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. Broadview Holdings is the ultimate parent company of Broadview Networks, Broadview NP, BridgeCom, TruCom, ATX, A.R.C., and Eureka, each of which provides telecommunications services in multiple states. Broadview Holdings is also the indirect parent of Broadview Networks of Virginia, Inc., ATX Telecommunications Services of Virginia, Inc., Eureka Telecom of VA, Inc. and InfoHighway of Virginia, Inc., which provide telecommunications services in Virginia. Petitioners provide facilities-based and resold interexchange, local exchange, and intrastate toll telecommunications services statewide pursuant to authority granted in Docket Nos. TE99120912, TE02040253, TE01010040, TE00090630, TE99070467, TE00100817, and TM00030170.

The Petitioners filed the petition requesting approval of the potential indirect change in ownership that could result from a private placement or initial public offering of stock by Broadview Holdings,

and for Petitioners to incur debt and encumber their public utility property in New Jersey. However, subsequent to filing the petition, the Petitioners came to the conclusion that they do not anticipate that any new shareholder will own 10% or more of Broadview Holdings following the initial public offering. Therefore, no person would be acquiring control of Petitioners as a result of a private placement or initial public offering of stock by Broadview Holdings necessitating approval under N.J.S.A. 48:2-51.1. In addition, the Petitioners advised Board staff that Broadview Holdings had decided to conduct a public offering and not a private placement.

Accordingly, the Petitioners filed an amendment to the petition on February 11, 2008 to withdraw their request for approval under N.J.S.A. 48:2-51.1. However, the Petitioners continue to seek approval pursuant to N.J.S.A. 48:3-7 and N.J.S.A. 48:3-9, for the financing arrangements and an initial public offering as described in the Petition filed on September 20, 2007, whereby Broadview Holdings will incur additional debt obligations of up to \$100 million and issue and sell shares of common stock in an aggregate amount of up to \$500 million.

Broadview Holdings plans to conduct a public offering of its stock that will include the sale of both new shares of common stock of Broadview Holdings and existing common stock currently owned by Broadview Holdings' stockholders. The proceeds of the sale of the new common stock may be used for a variety of business purposes including network expansion, technological upgrades and other capital investments, as well as to provide working capital and defray transaction costs. The proceeds may also be used to repurchase outstanding stock, providing Broadview Holdings' current investors with a potential liquidity event.

The Petitioners anticipate that the new financing arrangement will involve long-term loans from institutional lenders, issuance of corporate notes or a mix of these financing vehicles. The Petitioners anticipate that they will incur this debt either as co-borrowers or guarantors of Broadview Holdings' debt and that the debt will be secured by liens on Petitioners' assets. The funds from the loans may be used for corporate expansion through permitted acquisitions, to fund working capital and/or for other general corporate purposes.

The Petitioners assert that the proposed financing arrangements will serve the public interest by enhancing the ability of the Petitioners to grow and compete in the competitive markets for telecommunications services in New Jersey and nationwide by providing the Petitioners with the opportunity to strengthen their competitive position through access to greater financial resources.

The Division of Rate Counsel has reviewed this matter and, by letter dated October 12, 2007, recommends that the Board approve the Petition.

Staff's review indicates that the common stock issuance and long-term financing described herein is in accordance with law and is not expected to directly affect rates or services of the Petitioners, or result in any change in control of Broadview Holdings. Staff's review also indicates that the action requested, by allowing the Petitioners greater access to capital, may strengthen the Petitioners' ability to bring competitive telecommunications services to consumers in the State of New Jersey.

After review of the petition and supporting documents, and after giving consideration to the recommendations of Staff and the Division of Rate Counsel, the Board FINDS that the common stock issuance and long-term financing as described herein and in further detail in the supporting documents provided with the petition are consistent with the applicable law and in the public interest. Therefore, the Board HEREBY AUTHORIZES the Petitioners to issue and sell common shares of Broadview Holdings in an aggregate amount of up to \$500 million, incur additional debt

obligations of up to \$100 million, and encumber public utility property through the grant of security interests in the Petitioners' assets in support of the financing arrangements.

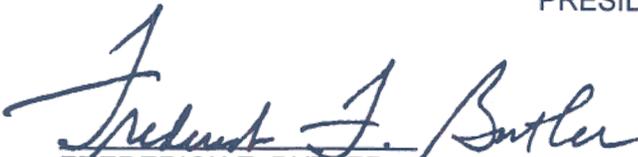
This Order is subject to the following provisions:

1. This Board's approval is expressly limited to the financing described herein and as more fully described in the petition and supporting documents.
2. This Order shall not affect or in any way limit the exercise of the authority of the Board or the State of New Jersey in any future petition or in any proceeding regarding rates, costs of service, franchises, service, financing, accounting, capitalization, depreciation or any other matters affecting the Petitioners.
3. This order shall not be construed as directly or indirectly fixing for any purpose whatsoever any value of tangible or intangible assets now owned or hereafter to be owned by the Petitioners
4. Notwithstanding anything to the contrary in the documents executed pursuant to the financing transactions or other supporting documents, a default or assignment under such agreement shall not constitute automatic transfer of the Petitioners' assets. Board approval must be sought pursuant to N.J.S.A. 48:2-1 et seq. where applicable.

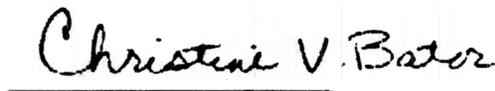
DATED: 6/16/08

BOARD OF PUBLIC UTILITIES
BY:


JEANNE M. FOX
PRESIDENT


FREDERICK F. BUTLER
COMMISSIONER


JOSEPH L. FIORDALISO
COMMISSIONER

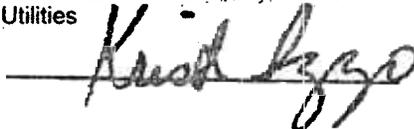

CHRISTINE V. BATOR
COMMISSIONER


NICHOLAS ASSELTA
COMMISSIONER

ATTEST:


KRISTI IZZO
SECRETARY

I HEREBY CERTIFY that the within document is a true copy of the original in the files of the Board of Public Utilities



In the Matter of the Verified Joint Petition of Broadview Networks Holdings, Inc. Broadview Networks, Inc., BridgeCom International, Inc., TruCom Corporation, Broadview NP Acquisition Corp., ATX Licensing, Inc., Eureka Telecom, Inc., and A.R.C. Networks, Inc. for the Indirect Transfer of Control of the Joint Petitioners and to Incur Debt and Encumber Public Utility Property

SERVICE LIST

Docket No. TM07090694

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